

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

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Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 Phone

(305) 541-3694

Fax Number

(305) 541-3770

DISSOLUTION

RUNNING BROOK HILLS INC.

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ARTICLES OF DISSOLUTION

- 1. The name of the corporation is Running Brook Hills Inc.
- 2. The names and addresses of each officer and director of said Corporation are as follows:

Efim Ayzenshtat President & Director 520 Brickell Key Drive Suite 0-305 Miami, Florida 33131

- 3. All debts, obligations and liabilities of the corporation have been made therefor.
- 4. All the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.
- 5. There are no actions pending against the Corporation in any court.
- 6. A copy of the Joint Resolution by the sole Director and Shareholder to liquidate and dissolve is attached, and was adopted by the director and shareholders of the corporation on December 6, 1999.

DATE: April 13. 2000

Efim Ayzenshtat
President/Director

* STATE OF FLORIDA)

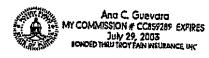
SS:

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 13th day of April, 2000 by Efim Ayzenshtat, who is personally known to me and who took an oath.

NOTARY PUBLIC

My Commission Expires: INSTRUMENT PREFARED BY: STEPHEN A. FREEMAN - FBN 146795 FREEMAN, BUTTERMAN, HABER & ROJAS 520 Brickell Key Drive, 0-305 Miami, Florida 33131 (305) 374-3800



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CONSENT ACTION OF THE DIRECTOR AND SHAREHOLDER OF RUNNING BROOK HILLS INC.

The undersigned, being the sole Director and Shareholder of Running Brook Hills Inc., a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consent to the adoption of the following resolution, this instrument to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Board of Directors, and direct that this written consent to such actions be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that since all debts, obligations and liabilities of the Corporation have been paid or discharged and all remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests, that the Corporation be dissolved as of the date hereof.

Dated: April 13, 2000.

Efim Ayzenshtat, Director

ST. FRANCIS LIMITED

Haueuus Shareholder

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